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*Counsel for Bottling Group, LLC and its affiliates and subsidiaries,
operating as Pepsi Beverages Company and Frito-Lay North America, Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : **Chapter 11**
SEARS HOLDINGS CORPORATION, : **Case No. 18-23538 (RDD)**
***et al.*¹** : **(Jointly Administered)**
Debtors. :

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF NOTICES AND DOCUMENTS**

PLEASE TAKE NOTICE that Bottling Group, LLC and its affiliates and subsidiaries, operating as Pepsi Beverages Company and Frito-Lay North America, Inc. (collectively, "Pepsi") hereby appear by their counsel, Jeremy C. Kleinman and FrankGecker LLP; such counsel hereby enter his appearance pursuant to Section 1109(b)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and such counsel hereby request, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and Sections 342 and 1109(b) of the Bankruptcy Code, that copies of all notices and pleadings given or filed in the above-captioned case be given and served upon the following persons at the following address, telephone number, facsimile number and email addresses:

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PLEASE TAKE FURTHER NOTICE that, pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules and sections of the Bankruptcy Code specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, facsimile transmission, electronic mail transmission, or otherwise filed or made with regard to the above-captioned case and proceedings therein.

This Notice of Appearance and Request for Service of Notices and Documents shall not be deemed or construed to be a waiver of the rights of Pepsi: (i) to have final orders in non-core matters entered only after *de novo* review by a District Court Judge; (ii) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case; (iii) to have the District Court withdraw the reference in

any matter subject to mandatory or discretionary withdrawal; (iv) to contest the jurisdiction of this Court over Pepsi; or (v) of any other rights, claims, actions, setoffs, or recoupments to which Pepsi may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments Pepsi expressly reserves.

Dated: November 9, 2018

Respectfully submitted,

BOTTLING GROUP, LLC, OPERATING
COLLECTIVELY WITH AFFILIATES AND THEIR
SUBSIDIARIES AS PEPSI BOTTLING COMPANY
AND FRITO-LAY NORTH AMERICA, INC.

By: /s/ Jeremy C. Kleinman
One of their attorneys

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CERTIFICATE OF SERVICE

I, Joseph D. Frank, an attorney, state that on **November 9, 2018**, a copy of the foregoing **Notice of Appearance and Request for Service of Notices and Documents** was filed and served through ECF notification upon all parties who receive notice in this matter pursuant to the Court's ECF filing system.

By: /s/ Jeremy C. Kleinman